

Edgar Filing: GANNETT CO INC /DE/ - Form 4

(Check all applicable)

- | | |
|--|--|
| <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| <input checked="" type="checkbox"/> Officer (give title below) | <input type="checkbox"/> Other (specify below) |

Senior Vice President, General Counsel & Secretary

7. Individual or Joint/Group Filing (Check applicable line)

- Form filed by one Reporting Person
 Form filed by more than one Reporting Person

Table I -- Non-Derivative Securities Acquired, Disposed of,
or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (mm/dd/yy)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		Price
		Code	V	Amount	(A) or (D)	
Common Stock	02/12/02	M		2,000	A	\$23.625
Common Stock	02/12/02	S		2,000	D	\$73.5100
Common Stock	02/13/02	M		1,000	A	\$26.4375
Common Stock	02/13/02	S		1,000	D	\$75.1600
Common Stock	02/21/02	M		2,000	A	\$26.4375
Common Stock	02/21/02	S		2,000	D	\$75.5800
Common Stock	To 01/31/02					
Common Stock	To 12/31/01					
Common Stock	To 12/31/01					

Edgar Filing: GANNETT CO INC /DE/ - Form 4

* If the Form is filed by more than one Reporting Person, see Instruction 4 (b) (v).

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Page 1 of 2

FORM 4 (continued)

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

=====

1. Title of Derivative Security (Instr. 3)	2. Conver- sion or Exer- cise Price of Deriv- ative Secur- ity	3. Trans- action Date (Month/ Day/ Year)	4. Trans- action Code (Instr. 8) ----- Code V	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) ----- (A) (D)	6. Date Exercisable and Expiration Date (Month/Day/Year) ----- Date Expira- tion Date	7. Title and Amount of Underlying Securities (Instr. 3 and 4) ----- Amount or Number of Shares
Stock Options	\$23.625	02/12/02	M	2,000	12/13/98 12/13/02	Common Stock 2,000
Stock Options	\$26.4375	02/13/02	M	1,000	12/13/98 12/13/02	Common Stock 1,000
Stock Options	\$26.4375	02/21/02	M	2,000	12/13/98 12/13/02	Common Stock 2,000

Edgar Filing: GANNETT CO INC /DE/ - Form 4

=====
Explanation of Responses:

- (1) Held by the trustee of the Company's Deferred Compensation Plan, The Northern Trust Company.
- (2) Held by the trustee of the Company's 401(k) Plan, Boston Safe Deposit and Trust Company.
- (3) Held by the trustee of the Company's Dividend Reinvestment Plan, Wells Fargo Bank, Minnesota.

/s/Thomas L. Chapple

03/01/02

**Signature of Reporting Person

Date

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedures.

Alternatively, this Form is permitted to be submitted to the Commission in electronic format at the option of the reporting person pursuant to rule 101(b)(4) of Regulation S-T.